

RECORDATION NO. 23050-V FILED

MAR 21 '07 -3 14 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

March 21, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of February 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment of Lease Schedule previously filed with the Board under Recordation Number 23050-T.

The name and address of the party to the enclosed document are:

Seller: The CIT Group/Equipment Financing, Inc.  
505 Fifth Avenue  
New York, NY 10017

[Buyer: Midwest Railcar Corporation  
4949 Autumn Oaks Drive, Suite B.  
Maryville, IL 62062]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

40 covered hopper railcars within the series CEFX 15109 – CEFX 152470 and GRPX 944046 - GRPX 944559 as more particularly set forth in the equipment schedule attached to the document.

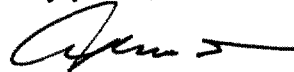
A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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## BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, The CIT Group/Equipment Financing, Inc. ("Seller"), does hereby sell, transfer and assign to MIDWEST RAILCAR CORPORATION ("Buyer"), all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto (the "Equipment"), subject to the terms and conditions of the Master Purchase and Sale Agreement, dated as of March 28 2007 (the "Purchase Agreement"), between Seller and Buyer.

Seller represents and warrants to Buyer and its successors and assigns that at the time of delivery to Buyer of this Bill of Sale, Seller has good, valid and marketable title to the Equipment, and good and lawful right to sell the Equipment, and the Equipment is free and clear of all Liens (as defined in the Purchase Agreement), other than as described in Section 3.3 of the Purchase Agreement.

The CIT Group/Equipment Financing, Inc.

By: 

Name: M. Roy Gosse

Title: Vice President

Date: \_\_\_\_\_

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

On this, the 16 day of March, 2007, before me, a Notary Public in and for said County and State, personally appeared M. Roy Gosse, a Vice President of The CIT Group/Equipment Financing, Inc., who acknowledged himself to be a duly authorized officer of The CIT Group/Equipment Financing, Inc., and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



LORRAINE RELLO INCONTRO  
Notary Public, State of New York  
No. 31-4768359  
Qualified in Nassau County  
Certificate Filed in New York County  
Terms Expires November 30, 2012

**SCHEDULE 1**

**DESCRIPTION OF RAILCARS**

<b>Number of Cars</b>	<b>Equipment Description</b>
40	4,750 C.F. covered hopper car with gravity gates and trough hatches
	CEFX 15109
	CEFX 15128
	CEFX 15258
	CEFX 15305
	CEFX 15309
	CEFX 15325
	CEFX 15352
	CEFX 15353
	CEFX 15376
	CEFX 15394
	CEFX 15395
	CEFX 15399
	CEFX 15681
	CEFX 15683
	CEFX 17117
	CEFX 17516
	CEFX 151522
	CEFX 151538
	CEFX 151554
	CEFX 151760
	CEFX 151803
	CEFX 151883
	CEFX 151905
	CEFX 151911
	CEFX 152271
	CEFX 152354
	CEFX 152371
	CEFX 152435
	CEFX 152442
	CEFX 152470
	GRPX 944046
	GRPX 944122
	GRPX 944135
	GRPX 944160
	GRPX 944293
	GRPX 944411
	GRPX 944413
	GRPX 944477
	GRPX 944535
	GRPX 944559

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/21/07



\_\_\_\_\_  
Robert W. Alvord